FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 18, 2003

COTTON & GATES
3 PLEW AVENUE
SHALIMAR, FL 32579

Re: Document Number N97000007080

The Articles of Amendment to the Articles of Incorporation for AIR FORCE ENLISTED FOUNDATION, INC. which changed its name to AIR FORCE ENLISTED VILLAGE, INC., a Florida corporation, were filed on March 10, 2003.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Document Specialist
Division of Corporations

Letter Number: 003A00016768

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on March 10, 2003, to Articles of Incorporation for AIR FORCE ENLISTED FOUNDATION, INC. which changed its name to AIR FORCE ENLISTED VILLAGE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N97000007080.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Eighteenth day of March, 2003

Glenda E. Hood

Glenda E. Hood
Secretary of State

CR2EO22 (2-03)

FILED
03 MAR 10 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF

AIR FORCE ENLISTED FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Article I is amended as follows:

The name of the corporation shall be Air Force Enlisted Village, Inc.

SECOND: The date of adoption of the amendment was February 28, 2003.

THIRD: There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

AIR FORCE ENLISTED
FOUNDATION, INC.

Date: 02/28/03

By: James C. Binnicker
James Binnicker
President/Chief Executive Officer

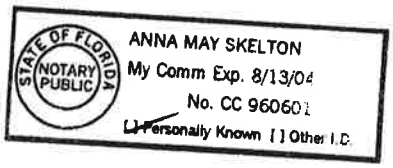
Date: 02/27/03

By: Michael C. Reynolds
Print: Michael C. Reynolds
Chairman of the Board of Directors

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME personally appeared JAMES C. BINNICKER as President of AIR FORCE ENLISTED FOUNDATION, INC. who executed and acknowledged that he executed the foregoing Corporate Resolution at the express direction of the Board of Directors of the corporation.

SWORN TO and SUBSCRIBED before me this 28 day of February, 2003.



Anna May Skelton
NOTARY PUBLIC
My Commission Expires: 8/13/04

STATE OF Georgia
COUNTY OF Houston

BEFORE ME personally appeared Michael C. Reynolds as Chairman of the Board of Directors of AIR FORCE ENLISTED FOUNDATION, INC. who executed and acknowledged that he executed the foregoing Corporate Resolution at the express direction of the Board of Directors of the corporation.

SWORN TO and SUBSCRIBED before me this 27th day of February, 2003.

Shirley M. Strickland
NOTARY PUBLIC
My Commission Expires: 3 Oct 2004

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2001

MICHAEL GATES, ESQ.
COTTON & GATES
THREE PLEW AVENUE
SHALIMAR, FL 32579

Re: Document Number N97000007080

The Articles of Amendment to the Articles of Incorporation for THE AIR FORCE ENLISTED MEN'S WIDOWS AND DEPENDENT'S HOME FOUNDATION, INC. which changed its name to AIR FORCE ENLISTED FOUNDATION, INC., a Florida corporation, were filed on December 20, 2000.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Teresa Brown
Corporate Specialist
Division of Corporations

Letter Number: 101A00000156

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on December 20, 2000, to Articles of Incorporation for THE AIR FORCE ENLISTED MEN'S WIDOWS AND DEPENDENT'S HOME FOUNDATION, INC. which changed its name to AIR FORCE ENLISTED FOUNDATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N97000007080.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of January, 2001

Katherine Harris

Katherine Harris
Secretary of State

CR2EO22 (1-99)

FILED
00 DEC 20 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

THE AIR FORCE ENLISTED MEN'S WIDOWS AND DEPENDENT'S HOME FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

Article I is amended as follows:

The name of the corporation shall be **Air Force Enlisted Foundation, Inc.**

SECOND: The date of adoption of the amendment was: October 26, 2000.

THIRD: Adoption of Amendment :

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

New Name: **Air Force Enlisted Foundation, Inc.**

Former Name: **The Air Force Enlisted Men's Widows and Dependents Home Foundation, Inc.**

Finith E. Jernigan
Chairman of the Board of Directors

Dec 15, 2000
Date

James Binnicker
President/Chief Executive Officer

12-15-00
Date

THE AIR FORCE ENLISTED MEN'S
WIDOWS AND DEPENDENTS HOME FOUNDATION, INC.
Box 4044 CMR#1 Bolling Air Force Base
Washington, D.C. 20332

ORIGINAL ARTICLES OF INCORPORATION AND

ORIGINAL AMMENDMENT

OFFICE OF RECORDER OF DEEDS, D. C.
Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of Incorporation

is hereby issued to the THE AIR FORCE ENLISTED MEN'S WIDOWS AND DEPENDENTS HOME FOUNDATION, INC.

as of the date hereinafter mentioned.

Date January 17, 1968.

PETER S. RIDLEY,
Recorder of Deeds, D. C.

Alfred Goldstein

Alfred Goldstein
Superintendent of Corporations

Government of the District of Columbia
Form RD-C 55
Oct. 1962

entitled to any pecuniary profit from the operation of the corporation except reasonable compensation for services.

ARTICLE III

The corporation is empowered:

(a) To have and to exercise all general powers as prescribed under the terms and provisions of Title 29, Section 1005 of the District of Columbia Code, 1967 edition.

(b) Notwithstanding any other provision contained herein, to do and perform all acts reasonably necessary to execute a Regulatory Agreement with the Federal Housing Commissioner and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is insured or held by the Federal Housing Commissioner.

(c) In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual or organization created or operated for a profit, but shall be conveyed or distributed in kind to the Air Force Sergeants Association, Incorporated, if the corporation is then in existence and is then operating as a charitable organization; otherwise, said distribution shall be made to such other charitable organization, as may be designated by a majority vote of the then Board of Directors of this corporation at a special meeting duly called for that purpose.

ARTICLE IV

The affairs of the corporation shall be managed by a Board of Directors, who shall be elected or appointed as provided in the By-Laws.

(a) The initial Board of Directors shall be eleven (11). The

each shall serve, are set forth below:

NAME	ADDRESS	TERM (Years)
Mr. Harry C. Lawson	4990 Columbia Pike Arlington, Virginia	ONE
MSgt. Seavey Robinson	509th Bomb Wing Pease AFB, New Hampshire 03801	ONE
MSgt. John Webb	Hq. USAF (AFADOCB) Washington, D.C. 20330	ONE
MSgt. Joseph P. Brosnan	P. O. Box 9081 Washington, D.C. 20003	ONE
TSgt. Cecil H. McFadden	3201 Hq. Sq. (APGC) Eglin AFB, Florida 32542	TWO
MSgt. Sherman S. Saeger	Hq. Sq. USAF Academy, Colorado 80840	TWO
SSgt. Howard M. Eastman	551st EM Sq Otis AFB, Massachusetts 02542	TWO
SMSgt. Leon W. Donnelly	32 Hawthorne Street Pease AFB, N.H. 03803	TWO
TSgt. Alan L. McCaslin	703 North Institute Colorado Springs, Colorado	THREE
SMSgt. Charles C. Bennett	P. O. Box 9081 Washington, D.C. 20003	THREE
MSgt. Estel E. Lipham	209 White Street Bolling AFB, D.C. 20332	THREE

Thereafter, the Board of Directors shall be elected or appointed as provided in the By-Laws. Directors may continue to serve until a successor is elected and shall serve without compensation.

(b) The Directors shall elect the officers of the corporation at the annual meeting for terms of one year, which officers shall serve until their successors are elected and have qualified. Any two or more offices may be held by one person except the office of Chairman and Secretary.

(c) The annual meeting of the Corporation shall be held on the first Monday in March of each year.

(d) A Quorum of the Board of Directors shall be one-third

(e) Members of the Corporation shall be only the members of the Board of Directors. The members of the Board of Directors are entitled to one vote each. The qualifications and rights of the voting members shall be as prescribed in the By-Laws.

ARTICLE V

The officers of the corporation shall be a chairman, a secretary, a treasurer and such others as the By-Laws so provide.

ARTICLE VI

By-Laws of the corporation may be adopted by the Directors at any regular meeting or at any special meeting called for that purpose, so long as they do not conflict with the provisions of these Articles.

ARTICLE VII

These Articles of Incorporation, except Article IV (a), may be amended by two-thirds vote of the Directors of the Corporation at any special meeting called for that purpose; provided, however, that no amendment of these articles of incorporation shall be made the effect of which would change the nature of the corporation as a charitable and nonprofit corporation.

IN TESTIMONY WHEREOF, we have this 8th day of January 1968, hereunto set our hands and seals.

(SEAL)	P. O. Box 9081
JOSEPH P. BROSNAN	Washington, D.C. 20003
(SEAL)	703 North Institute
ALAN L. McCASLIN	Colorado Springs, Colorado
(SEAL)	P. O. Box 9081
CHARLES C. BENNETT	Washington, D.C. 20003

STATE OF MARYLAND)
)
COUNTY OF PRINCE GEORGE)

I, Pearl J. Manchester, a Notary Public, hereby certify that on the twenty-ninth day of December, 1967 personally appeared before me Joseph P. Brosnan, who, being by me first duly sworn, declared that he signed the foregoing document as an incorporator, and that the statements therein contained are true.

Pearl J. Manchester
Notary Public

My commission expires July 1, 1969.

I, Edith J. Brown a Notary Public, hereby certify that on the 8th day of January, 1968 personnally appeared before me T Sgt Alan L. McCaslin, who, being by me first duly sworn, declared that he signed the foregoing document as an incorporator, and that the statements therein contained are true.

Edith J. Brown
Notary Public
State of Colorado

My commission expires 16 August 1971

STATE OF MARYLAND)
)
COUNTY OF PRINCE GEORGE)

I, Pearl J. Manchester, a Notary Public, hereby certify that on the twenty-ninth day of December, 1967 personally appeared before me Charles C. Bennett, who, being by me first duly sworn, declared that he signed the foregoing document as an incorporator, and that the statements therein contained are true.

Pearl J. Manchester
Notary Public

My commission expires July 1, 1969

OFFICE OF RECORDER OF DEEDS, D. C.
Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of Amendment

is hereby issued to the THE AIR FORCE ENLISTED MEN'S WIDOWS AND DEPENDENTS HOME FOUNDATION, INC.

as of the date hereinafter mentioned.

Date September 15, 1970.

PETER S. RIDLEY,
Recorder of Deeds, D. C.

Alfred Goldstein
Alfred Goldstein
Superintendent of Corporations

Government of the District of Columbia
Form RD-C 55
Oct. 1962

2642

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

OF

THE AIR FORCE ENLISTED MEN'S WIDOWS AND DEPENDENTS HOME FOUNDATION, INC.

TO: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: The Air Force Enlisted Men's Widows and Dependents Home Foundation, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article II, paragraph (a). Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article II, paragraph (b). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall no participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles this corporation shall not,

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BY: _____

except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

Article III, paragraph (c). Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on 4 May 1970 and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date 11 September 1970

The Air Force Enlisted Men's Widows and Dependents Home Foundation, Inc.
Corporate Name

BY Dominick N. Masone
DOMINICK N. MASONE, CMSgt, USAF
Chairman (PRES)

Attest:
Robert L Johnson
ROBERT L. JOHNSON, MSgt, USAF
Assistant Secretary

ACKNOWLEDGMENT

County of Fairfax)
: ss
State of Virginia)

SUBSCRIBED and sworn to before me this 11
day of September, 19 70.
My commission expires: 13 Dec 1970.

Olive E Howland
Notary Public